

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROV	AL

OMB Number: 3235-0076 **Expires: May 31, 2005** Estimated average burden hours per form.....10

S	EC USE (ONLY
Prefix		Serial
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Name of Official (Flathal) is the in-							
Name of Offering (check if this is a		-	- /				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Sale of shares of Series A and Series		es of C					
Filing Under (Check box(es) that apply	y):		Rule 505	▼ Rule 506	⊔ Sec	tion 4(6)	□ ULOE ₁ , 1
Type of Filing:			New Filing		X Amen	dment	Service Service
	A. BA	SIC II	DENTIFICATION DA	TA			JOL 1 0 20 03
1. Enter the information requested a	bout the issuer						
Name of Issuer (check if this is an	amendment and name has change	ed, and	indicate change.)				
Novalux, Inc. (formerly, Novalux Ac	equisition Corp.)						
Address of Executive Offices	(Number and	Street,	City, State, Zip Code)	Telephone Nur	nber (Including	Area Code	<u>) </u>
1170 Sonora Court, Sunnyvale, CA	94086			408.736.0707			
Address of Principal Business Operation (if different from Executive Offices)	ons (Number and Street, City, Sta	ate, Zip	Code)	Telephone Nur	nber (Including	Area Code	e)
Same				Same			PROCESSED
Brief Description of Business Laser Technology Solutions							AUG 0.6 2003
Type of Business Organization						}	2000
★ corporation	☐ limited partnership, alre	ady for	med		🗆 other (p	lease specif	(y): THOMSON
☐ business trust	☐ limited partnership, to b	e form	ed				LINANCIAL
Actual or Estimated Date of Incorpora	tion or Organization:			<u>/ear</u> 2003			
	· · · · · · · · · · · · · · · · · · ·	ъ .	10 11 11 11		🗷 Actual		☐ Estimated
Jurisdiction of Incorporation or Organ	•		l Service abbreviation f r foreign jurisdiction)	or State:			DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that	☐ Promoter	☐ Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
Apply:			J.		Managing 1 artifer
	name first, if individual)				
Cannon, Jeffre	y idence Address (Number and	Street City State 7in Code)	,		
	ourt, Sunnyvale, CA 94086	Street, City, State, Zip Code)			
Check	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or
Box(es) that Apply:					Managing Partner
Full Name (Last Hemington, Ma	name first, if individual)				
	idence Address (Number and ward LLP, Five Palo Alto S	Street, City, State, Zip Code) q., 3000 El Camino Real, Pale	o Alto, CA 94306		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last Ko, Ph.D., Den	name first, if individual) ny				
	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes	ourt, Sunnyvale, CA 94086	Пъ «:10			По 1 1/
that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Harding, William	name first, if individual)				
	idence Address (Number and	Street, City, State, Zip Code)			
	ourt, Sunnyvale, CA 94086	, , , , , , , , , , , , , , , , , , ,			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last Jenks, Ian	t name first, if individual)				
	idence Address (Number and ourt, Sunnyvale, CA 94086	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Las Labuda, Edwa	t name first, if individual) rd				
	idence Address (Number and ourt, Sunnyvale, CA 94086	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las Crescendo IV,	t name first, if individual) L.P.				
	sidence Address (Number and venue, Suite 2250, Minneapo	Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	E Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
	t name first, if individual)				<u> </u>
DynaFund II,		04 04 04 0 0 0			
	sidence Address (Number and rne Blvd., Suite 1200, Torra	Street, City, State, Zip Code) nce, CA 90503-5610			

Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Morgan Stanle	ey Dean Witter Venture Par	tners IV, L.P.			
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
3000 Sand Hil	Rd, Building 4, Suite 250, I	Menlo Park, CA 94025			

					В.	INFORM.	ATION ABO	OUT OFFE	RING				
1.	Has the	issuer sold, or	does the issu	er intend to					under ULOE			Yes No) <u>X</u>
2.	What is the minimum investment that will be accepted from any individual?												
3.	Does the offering permit joint ownership of a single unit?												
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
N/A	A												
Full	l Name (L	ast name first,	, if individual)									
Bus	siness or F	Residence Add	ress (Number	r and Street,	City, State,	Zip Code)			· · · · · · · · · · · · · · · · · · ·				
Nai	me of Ass	ociated Broker	r or Dealer				·			****			.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Ct	1177	ich Person Lis	111 0 1	·	1 . 0 1	n 1							
		States" or chec										ŀ	All States
[AI		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	ĮΗΙ	[ID]
[IL]	-	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	•	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI		[SC]	[SD]	JTN]	[TX]	. , [עד]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
		ast name first											
Bus	siness or I	Residence Add	lress (Number	r and Street,	City, State,	Zip Code)							
Nai	me of Ass	ociated Broke	r or Dealer	,									
Sta	ites in Wh	ich Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers	,						
(Cł	heck "All	States" or ched	ck individual	States)						••••••	•••••		All States
[AI	L]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL	1	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ĮΜ	TJ	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI	·	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	ll Name (I	ast name first	, if individua	1)									
Bu	siness or l	Residence Add	iress (Numbe	r and Street,	City, State	, Zip Code)						·	
Na	me of Ass	sociated Broke	r or Dealer							•			
Sta	ites in Wh	nich Person Lis	sted Has Solic	cited or Inter	ds to Solici	t Purchasers							
		States" or che								***************************************	*******************		All States
(A)		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL		[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
	[T]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(OH)	(OK)	[OR]	[PA]
[R]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the security		
	Type of Security	Aggregate	Amount Already
	•	Offering Price	Sold
	Debt	\$0	\$0
	Equity	\$ _ 17,463,270.00	\$11,006,167.74
	Common Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$17,463,270.00	\$ <u>11,006,167.74</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate
		Investors	Dollar Amount of Purchases
	Accredited Investors	44	\$11,006,167.74
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
		Type of	Dollar Amount
		Security	Sold
	Type of Offering		
	Rule 505	N/A	\$
	Regulation A		\$ <u>`</u>
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The		

information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees □ \$	
Legal Fees X \$ Accounting Fees D \$	0
Accounting Fees	0
	<u>5,000.00</u>
<u> </u>	0
Engineering Fees	0
Sales Commissions (specify finders' fees separately)	0
Other Expenses (Identify)	0
Total	<u>5,000.00</u>

<u>.</u>					
C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES	AND USE OF PROC	CEEDS		
 Enter the difference between the aggregate offering price gives in response to Part C – Question 4.a. This difference is the " 				\$ <u>17</u>	7,418,270.00
5. Indicate below the amount of the adjusted gross proceeds to the If the amount for any purpose is not known, furnish an estima payments listed must equal the adjusted gross proceeds to the iss	te and check the box to the left of	the estimate. The to			
	•	Payment to 0	Officers,	Pay	ment To
		Directors, & A	Affiliates	C	Others
Salaries and fees		🗆 s	0	□ \$	0
Purchase of real estate				□ \$	
Purchase, rental or leasing and installation of machinery and equipme	nt			□ s	
Construction or leasing of plant buildings and facilities				_ s	
Acquisition of other businesses (including the value of securities inv	olved in this offering that may be us	sed _			
in exchange for the assets or securities of another issuer pursuant to a				□ \$	
Repayment of indebtedness			0	□ \$	0
Working capital		···· 🗆 \$	0	× \$1	7,418,270.00
Other (specify):		_ □ <u>\$</u>	0	□ s	0
				□ s	
Column Totals		' '			7,418,270.00
Total Payments Listed (column totals added)		— »		<u>.418,270.00</u>	<u>7,418,270.00</u>
	D. FEDERAL SIGNATURE				
The issuer had duly caused this notice to be signed by the undersigned an undertaking by the issuer to furnish to the U.S. Securities and Expron-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type)					
Novalux, Inc.	Total	£ 1	<u></u>	July 9, 2003	}
Name of Signer (Print or Type)	fitle of Signer (Print or 1)	ype)		11.	
Matthew B. Hemington	Secretary				
	,				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)